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ACCOUNT NO. : 072100000032

REFERENCE : 397995 10805A

AUTHORIZATION :

Patricia P. [unclear]

COST LIMIT : \$ 122.50

ORDER DATE : May 20, 1997

ORDER TIME : 9:37 AM

ORDER NO. : 397995-005

CUSTOMER NO: 10805A

CUSTOMER: Allison Katz, Legal Assistant 600002185146--8
ALLEN & GOLDMAN, P.A.

617 Whitehead Street

Key West, FL 33040

DOMESTIC FILING

NAME: OUTDOOR ADVENTURE TOURS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
MAY 29 PM 1:38
TALLAHASSEE, FLORIDA

[Handwritten signature/initials]

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**ARTICLES OF INCORPORATION
OF
OUTDOOR ADVENTURE TOURS, INC.**

FILED
97 MAY 20 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I.

The name of the corporation is OUTDOOR ADVENTURE TOURS, INC.

ARTICLE II.

The general character of the business to be transacted by this corporation is:

1. To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE III.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is ten thousand (10,000) of common stock, each share having the par value of \$1.00. Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors, of this corporation at any regular or special meeting.

ARTICLE IV.

The amount of capital with which this corporation shall begin business is FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V.

This corporation shall have perpetual existence.

ARTICLE VI.

The initial street address of the principal office of this corporation is to be 1107 Key Plaza,

Suite 289, Key West, Fl 33040. The Board of Directors may from time to time designate such other post office address and place for the principal office.

ARTICLE VII.

This corporation shall have one director initially. The number of directors may be increased from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

NAME

ADDRESS

STEVE KIRVEN

1107 Key Plaza, Ste. 289
Key West, Fl 33040

ARTICLE VIII.

The name and address of the persons signing these Articles of Incorporation is:

NAME

ADDRESS

STEVE KIRVEN

1107 Key Plaza, Ste. 289
Key West, Fl 33040

ARTICLE IX.

The corporation registered office shall be at 1107 Key Plaza, Ste. 289, Key West, Fl 33040. The Board of Directors may from time to time designate such other post office address and place for the principal office of its corporation as it may see fit.

ARTICLE X.

STEVE KIRVEN shall be registered or resident agent of this corporation and his address is 1107 Key Plaza, Ste. 289, Key West, Fl 33040.

ARTICLE XI.

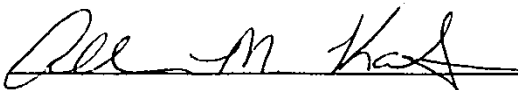
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by him to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all the stockholders sign a written statement manifesting their intention, that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19th day of May, 1997.


STEVE KIRVEN

STATE OF FLORIDA
COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 19th day of May, 1997, by STEVE KIRVEN. He/she is personally known to me or has produced FL D/L as identification and who did (did not) [strike one] take an oath.



Print Name: Allison M. Katz
NOTARY PUBLIC
My Commission Expires

(SEAL)

CERTIFICATE OF REGISTERED OR RESIDENT AGENT

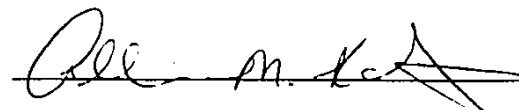
STATE OF FLORIDA
COUNTY OF MONROE

BEFORE ME, this day personally appeared STEVE KIRVEN, who being first duly sworn,
deposes and says as follows:

Having been named as registered agent and to accept service of process for this corporation at the place designated in the foregoing articles of incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


STEVE KIRVEN

SWORN TO AND SUBSCRIBED before me at Key West, Monroe County, Florida, this
19th day of May, 1997.


PrintName: Allison M. Katz
NOTARY PUBLIC STATE OF FLORIDA

Personally known _____ OR Produced Identification X

Type of Identification Produced: FLA D/L

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07 MAY 20 PM 1:38
TALLAHASSEE, FLORIDA